

EXHIBIT “5”

Excerpts of Allegiant’s Schedule
14A Proxy Statement Filed on
May 12, 2016

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SCHEDULE 14A

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒ x
 Filed by a Party other than the Registrant ☐ o
 Check the appropriate box:
☐ o Confidential, for Use of the Commission only(as permitted by Rule 14a-6(e)(2))
☐ o Preliminary Proxy Statement
☒ X Definitive Proxy Statement
☐ o Definitive Additional Materials
☐ o Soliciting Material Pursuant to Rule 14a-12

ALLEGiant TRAVEL COMPANY

 (Name of Registrant as Specified in its Charter)

 (Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (check the appropriate box):

- ☒ x No fee required.
- ☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ o Fee paid previously with preliminary materials.
- ☐ o Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

STOCK OWNERSHIP

Security Ownership of Management and Certain Beneficial Owners

The following table shows information known to us with respect to beneficial ownership of our common stock as of May 2, 2016, by (A) each director, (B) each of the executive officers named in the Summary Compensation Table beginning on page 23, (C) all executive officers and directors as a group and (D) each person known by us to be a beneficial owner of more than 5 percent of our outstanding common stock.

Each shareholder's percentage ownership in the following table is based on 16,528,170 shares of common stock outstanding as of May 2, 2016 and treating as outstanding all options held by that shareholder and exercisable within 60 days of May 2, 2016.

Except as otherwise indicated, and subject to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of common stock held by them.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u>	
	<u>Number</u>	<u>Percentage</u>
5% Shareholders:		
Maurice J. Gallagher, Jr. (1)	3,391,743	20.5%
T. Rowe Price Associates, Inc. (2)	1,497,969	9.1%
Renaissance Technologies, LLC (3)	1,263,100	7.6%
BlackRock, Inc. (4)	1,223,029	7.4%
The Vanguard Group (5)	1,016,817	6.2%
Named Executive Officers and Directors:		
Maurice J. Gallagher, Jr. (1)	3,391,743	20.5%
Montie Brewer (6)	10,000	*
Gary Ellmer (7)	2,120	*
Linda A. Marvin (8)	4,000	*
Charles W. Pollard (9)	4,000	*
John Redmond (10)	24,250	*
Scott M. Allard (11)	11,108	*
Jude I. Bricker (12)	10,329	*
Scott Sheldon (13)	10,964	*
Gregory C. Anderson (14)	5,256	*
All executive officers and directors as a group (10 persons) (15)	3,473,770	21.0%

* Represents ownership of less than one percent.

1. The address of Maurice J. Gallagher, Jr., is 1201 N. Town Center Drive, Las Vegas, Nevada 89144. These shares include 215,000 shares of common stock held by two entities controlled by Mr. Gallagher. The shares also include options to purchase 19,136 shares which are presently exercisable and 5,726 shares of restricted stock not yet vested. Of Mr. Gallagher's ownership, 800,000 shares are pledged under a line of credit agreement with a balance of less than 5 percent of the value of the pledged stock as of April 2016.
2. Information is based on a Schedule 13G/Amendment No. 7 filed with the Securities and Exchange Commission on February 11, 2016, by T. Rowe Price Associates, Inc. and T. Rowe Price New Horizons Fund, Inc. The Schedule 13G/Amendment No. 7 reports that as of December 31, 2015, T. Rowe Price New Horizons Fund, Inc. (an investment company) has sole voting power over 1,092,900 shares and T. Rowe Price Associates, Inc. (an investment adviser) has sole voting power over 297,867 shares and sole dispositive power over 1,497,969 shares. The address of these beneficial owners is 100 E. Pratt Street, Baltimore, Maryland 21202.
3. Information is based on a Schedule 13G/Amendment No. 2 filed with the Securities and Exchange Commission on February 11, 2016, by Renaissance Technologies, LLC ("RTC") and Renaissance Technologies Holdings Corporation ("RTHC"). The Schedule 13G/Amendment No. 2 reports that as of December 31, 2015, RTC (an investment adviser) and RTHC, by virtue of its majority ownership of RTC, have sole voting power over 1,256,735 shares, sole dispositive power over 1,260,921 shares and shared dispositive power over 2,179 shares. The address of these beneficial owners is 800 Third Avenue, New York, NY 10022.